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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

MAINE STATE RETIREMENT
SYSTEM, Individually and On Behalf
of All Others Similarly Situated,

Plaintiff,

v.

COUNTRYWIDE FINANCIAL
CORPORATION, a Delaware
corporation; COUNTRYWIDE HOME
LOANS, INC.; CWALT, INC., a
Delaware corporation; CWMBS, INC.,
a Delaware corporation; CWABS,
INC., a Delaware corporation;
CWHEQ, INC., a Delaware
corporation; COUNTRYWIDE
CAPITAL MARKETS;
COUNTRYWIDE SECURITIES
CORPORATION; J.P. MORGAN
SECURITIES INC.; DEUTSCHE
BANK SECURITIES INC.; BEAR,
STEARNS & CO., INC.; BANC OF
AMERICA SECURITIES LLC; UBS
SECURITIES, LLC; MORGAN
STANLEY & CO. INCORPORATED;
EDWARD D. JONES & CO., L.P.;
CITIGROUP GLOBAL MARKETS
INC.; GOLDMAN, SACHS & CO.;
CREDIT SUISSE SECURITIES
(USA) LLC; GREENWICH CAPITAL
MARKETS, INC. A.K.A. RBS
GREENWICH CAPITAL;

No. 2:10-CV-00302 MRP (MAN)

CLASS ACTION

[PROPOSED] ORDER

1 BARCLAYS CAPITAL INC.; HSBC
2 SECURITIES (USA); BNP PARIBAS
3 SECURITIES CORP.; MERRILL
4 LYNCH, PIERCE, FENNER &
5 SMITH, INCORPORATED;
6 STANFORD L. KURLAND; DAVID
7 A. SPECTOR; ERIC P. SIERACKI; N.
8 JOSHUA ADLER; RANJIT
9 KRIPALANI; JENNIFER S.
10 SANDEFUR; DAVID A. SAMBOL,
11
12 Defendants.

13
14 **[PROPOSED] ORDER**

15 Having considered the papers filed in support of the Motion of the Iowa
16 Public Employees' Retirement System ("IPERS" or "Movant") for Appointment as
17 Lead Plaintiff and Approval of Lead Plaintiff's Selection of Lead Counsel, pursuant
18 to § 27(a)(3)(B) of the Securities Act of 1933 (the "Securities Act") as amended by
19 the Private Securities Litigation Reform Act, 15 U.S.C. § 77z-1(a)(3)(B), and for
20 good cause shown, the Court hereby enters the following Order.

21 **I. APPOINTMENT OF LEAD PLAINTIFF AND LEAD AND LIAISON**
22 **COUNSEL**

23 1. IPERS has moved the Court to be appointed Lead Plaintiff in this
24 class action and to approve the counsel retained to be Lead and Liaison Counsel.

25 2. Having considered the provisions of § 27(a)(3)(B) of the Securities
26 Act, 15 U.S.C. § 77z-1(a)(3)(B), the Court hereby determines that Movant is the
27 most adequate plaintiff and satisfies the requirements of the PSLRA. The Court
28 hereby appoints Movant as Lead Plaintiff to represent the interests of the class in
this Action.

3 Pursuant to § 27(a)(3)(B)(v) of the Securities Act, 15 U.S.C. § 77z-
1(a)(3)(B)(v), Movant has selected and retained the law firms of Cohen Milstein

1 Sellers & Toll PLLC to serve as Lead Counsel and Glancy Binkow & Goldberg
2 LLP to serve as Liaison Counsel. The Court approves Movant's selection of Lead
3 Counsel and Liaison Counsel for this Action.
4

5 4. Lead Counsel shall have the following responsibilities and duties, to
6 be carried out either personally or through counsel whom Lead Counsel shall
7 designate:
8

- 9 a. to coordinate the briefing and argument of any and all motions;
- 10 b. to coordinate the conduct of any and all discovery proceedings;
- 11 c. to coordinate the examination of any and all witnesses in
12 depositions;
- 13 d. to coordinate the selection of counsel to act as spokesperson at
14 all pretrial conferences;
- 15 e. to call meetings of the plaintiffs' counsel as they deem
16 necessary and appropriate from time to time;
- 17 f. to coordinate all settlement negotiations with counsel for
18 defendants;
- 19 g. to coordinate and direct the pretrial discovery proceedings and
20 the preparation for trial and the trial of this matter and to delegate work
21 responsibilities to selected counsel as may be required;
- 22 h. to coordinate the preparation and filings of all pleadings; and
- 23 i. to supervise all other matters concerning the prosecution or
24 resolution of the Action.
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27 5. No motion, discovery request, or other pretrial proceedings shall be
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1 initiated or filed by any plaintiffs without the approval of Lead Counsel, so as to
2 prevent duplicative pleadings or discovery by plaintiffs. No settlement negotiations
3 shall be conducted without the approval of Lead Counsel.
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5 6. Lead Counsel shall have the responsibility of receiving and
6 disseminating Court orders and notices.

7 7. Lead Counsel shall be the contact between plaintiffs' counsel and
8 defendants' counsel, as well as the spokespersons for all plaintiffs' counsel, and
9 shall direct and coordinate the activities of plaintiffs' counsel. Lead Counsel shall
10 be the contact between the Court and plaintiffs and their counsel.
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12 **II. NEWLY-FILED OR TRANSFERRED ACTIONS**

13 8. When a case that arises out of the subject matter of this Action is
14 hereinafter filed in this Court or transferred from another Court, the Clerk of this
15 Court shall:
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- 17 a. file a copy of this Order in the separate file for such action;
- 18 b. mail a copy of this Order to the attorneys for the plaintiff(s) in
19 the newly filed or transferred case and to any new defendant(s) in the newly filed or
20 transferred case; and
- 21 c. make the appropriate entry in the docket for this Action.
22

23 9. Each new case which arises out of the subject matter of this Action
24 that is filed in this Court or transferred to this Court shall be consolidated with this
25 Action and this Order shall apply thereto, unless a party objecting to this Order or
26 any provision of this Order shall, within ten (10) days after the date upon which a
27 copy of this Order is served on counsel for such party, file an application for relief
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1 from this Order or any provision herein and this Court deems it appropriate to grant
2 such application.
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4 **III. PRESERVATION OF RELEVANT DOCUMENTS**

5 10. During the pendency of this litigation, or until further order of this
6 Court, the parties shall take reasonable steps to preserve all documents within their
7 possession, custody or control, including computer-generated and stored
8 information and materials such as computerized data and electronic mail, containing
9 information that is relevant to or which may lead to the discovery of information
10 relevant to the subject matter of the pending litigation.
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12 IT IS SO ORDERED.
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14 Dated: _____, 2010

15 Honorable Mariana R. Pfaelzer
16 United States District Judge
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**PROOF OF SERVICE VIA ELECTRONIC POSTING PURSUANT TO
CENTRAL DISTRICT OF CALIFORNIA LOCAL RULES
AND ECF GENERAL ORDER NO. 08-02**

I, the undersigned, say:

I am a citizen of the United States and am employed in the office of a member of the Bar of this Court. I am over the age of 18 and not a party to the within action. My business address is 1801 Avenue of the Stars, Suite 311, Los Angeles, California 90067.

On April 2, 2010, I caused to be served the following documents:

- 1. NOTICE OF MOTION AND MOTION OF THE IOWA PUBLIC EMPLOYEES' RETIREMENT SYSTEM FOR APPOINTMENT AS LEAD PLAINTIFF AND APPROVAL OF LEAD PLAINTIFF'S SELECTION OF LEAD COUNSEL**
- 2. MEMORANDUM OF POINTS AND AUTHORITIES IN SUPPORT OF MOTION OF THE IOWA PUBLIC EMPLOYEES' RETIREMENT SYSTEM FOR APPOINTMENT AS LEAD PLAINTIFF AND APPROVAL OF LEAD PLAINTIFF'S SELECTION OF LEAD COUNSEL**
- 3. DECLARATION OF MICHAEL GOLDBERG IN SUPPORT OF MOTION OF THE IOWA PUBLIC EMPLOYEES' RETIREMENT SYSTEM FOR APPOINTMENT AS LEAD PLAINTIFF AND APPROVAL OF LEAD PLAINTIFF'S SELECTION OF LEAD COUNSEL**
- 4. [PROPOSED] ORDER**

By posting these documents to the ECF Website of the United States District Court for the Central District of California, for receipt electronically by the following parties:

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10 Andrew L Zivitz
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11 There are no non-ECF registered parties in this action.

12 I certify under penalty of perjury under the laws of the United States of
13 America that the foregoing is true and correct. Executed on April 2, 2010, at Los
14 Angeles, California.

15 *s/Michael Goldberg*
Michael Goldberg